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31 UNITED STATES DISTRICT COURT
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33 NORTHERN DISTRICT OF CALIFORNIA

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35 IN RE DYNAMIC RANDOM ACCESS
36 MEMORY (DRAM) ANTITRUST
37 LITIGATION

38 Master File No. M-02-1486PJH

39 MDL No. 1486

40 [PROPOSED] ORDER GRANTING
41 PRELIMINARY APPROVAL OF
42 CLASS ACTION SETTLEMENTS
43 WITH SAMSUNG AND INFINEON
44 DEFENDANTS

45 This Document Relates To:

46 All Direct Purchaser Actions

47 Time: 9:00 a.m.

48 Date: May 10, 2006

49 Judge: Hon. Phyllis J. Hamilton
Courtroom: 3

1 The Court, having reviewed the two settlement agreements ("Settlements") entered into
 2 between (i) plaintiffs and defendants Infineon Technologies AG and Infineon Technologies North
 3 America Corp. (collectively "Infineon"); and (ii) plaintiffs and defendant Samsung Semiconductor,
 4 Inc., ("Samsung") (collectively "Settling Defendants"), hereby ORDERS:

5 1. For the purposes of this Order, except as otherwise set forth herein, the Court adopts
 6 and incorporates the definitions contained in each settlement agreement;

7 2. For settlement purposes only and pursuant to Federal Rule of Civil Procedure 23,
 8 the Court provisionally certifies the following settlement class (the "Class"):

9 All individuals and entities who, during the period beginning April 1, 1999 and continuing
 10 through June 30, 2002, purchased DRAM in the United States directly from the defendants
 11 or their subsidiaries. Excluded from the class are defendants and their parents, subsidiaries,
 12 affiliates, all governmental entities, and co-conspirators.

13 3. The Court further provisionally finds that the prerequisites to a class action under
 14 Federal Rule of Civil Procedure 23 are satisfied for settlement purposes in that:

- 15 (a) there are thousands of class members and therefore joinder of
 all members is impracticable;
- 16 (b) there are questions of law or fact common to the class which
 predominate over individual issues;
- 17 (c) the claims or defenses of the class plaintiffs are typical of the
 claims or defenses of the class; and
- 18 (d) the class plaintiffs will fairly and adequately protect the interests of the class,
 and have retained counsel experienced in complex antitrust class action
 litigation who have and will continue to adequately represent the class.

22 4. The Court finds that each of the two Settlements agreed to by the parties (as set
 23 forth in the settlement agreements) fall within the range of possible approval. The Court further
 24 finds that there is sufficient basis for notifying the class of the proposed Settlements, and for
 25 enjoining class members from proceeding in any other action pending the conclusion of the opt-out
 26 period and Fairness Hearing set forth below.

27 5. The Court hereby preliminarily approves each of the settlement agreements, subject
 28 to a hearing on the final approval of the settlements (the "Fairness Hearing").

1 6. Pursuant to Federal Rule of Civil Procedure 23, Onshore, Inc.; Internet Integration,
2 Inc.; Kevin Irwin d/b/a Kevin's Computer and Photo; PC Doctor, Inc.; Advanced Technology, Inc.;
3 Network Business Solutions, Inc.; JEM Electronics Distributors, Inc.; Daniel Clement; Web Ideals,
4 LLC; and 5207, Inc. shall serve as class representatives. The Court approves the following firms
5 as Class Counsel for purposes of the settlements: Saveri & Saveri, Inc., Hagens Berman Sobol
6 Shapiro LLP, and Wolf, Haldenstein, Adler, Freeman & Herz.

7 7. The Court will hold the Fairness Hearing pursuant to Federal Rule of Civil
8 Procedure 23(e) on Sept 6, 2006. The Fairness Hearing will be held to determine the
9 following:

10 (a) Whether each of the proposed Settlements are fair, reasonable and adequate and
11 should be granted final approval by the Court pursuant to Federal Rule of Civil Procedure 23(e);
12 (b) Whether final judgments should be entered dismissing the claims of the class
13 against the Settling Defendants with prejudice as required by each of the Settlements; and
14 (c) Such other matters as the Court may deem appropriate.

15 8. ~~The parties shall notify the court of the identity of the Settlement Administrator within 5 days of~~
16 ~~8.~~ ~~shall serve as Settlement Administrator, retaining such Settlement Adminis-~~
17 ~~trator, and in no event later than June 9, 2006.~~

16 9. By June 9, 2006, Class Notice, substantially in the form attached hereto
17 as Exhibit "A" shall be sent by the Settlement Administrator via first class U.S. mail or email,
18 postage prepaid, to all members of the Settlement Class at their last known address as reflected in
19 the records of Settling Defendants and the non-settling defendants. By June 16, 2006,
20 publication notice substantially in the form of Exhibit B hereto shall be published in the national
21 edition of the Wall Street Journal. Class Counsel shall also cause a copy of the Notice and the
22 Settlements to be posted on the Internet at a readily accessible website to be created and maintained
23 by the Settlement Administrator.

24 10. The Court finds that this manner of giving notice fully satisfies the requirements of
25 Federal Rule of Civil Procedure 23 and due process, constitutes the best notice practicable under
26 the circumstances, and shall constitute due and sufficient notice to all persons entitled thereto.

1 11. Plaintiffs' Co-Lead Counsel shall file, not later than 14 days before the Fairness
2 Hearing, proof of compliance with paragraph 9 of this Order.

3 12. Each class member shall have the right to be excluded from the Settlement Class by
4 mailing a request for exclusion to the Settlement Administrator not later than Aug 1 2006.
5 Requests for exclusion must be in writing and set forth the name and address of the person or entity
6 who wishes to be excluded, as well as all trade names or business names and addresses used by
7 such person or entity, and must be signed by the class member seeking exclusion. At least 14
8 days prior to the Fairness Hearing, Plaintiffs' Co-Lead Counsel shall file with the Court a list of all
9 persons who have timely requested exclusion from the class.

10 13. Any class member who does not properly and timely request exclusion from the
11 Settlement Class shall, upon final approval of the Settlements, be bound by all the terms and
12 provisions of the Settlements so approved, including but not limited to the releases, waivers, and
13 covenants described in the Settlements, whether or not such person or entity objected to the
14 Settlements and whether or not such person or entity made a claim upon the settlement funds.

15 14. As provided by the Class Notice, each class member who does not timely exclude
16 itself from the class shall have the right to object to the Settlements by filing written objections
17 with the Court not later than Aug 1 2006, copies of which shall be served on all counsel listed
18 in the Class Notice. ~~Failure to timely file and serve written objections will preclude a class~~
19 ~~member from objecting at the Fairness Hearing.~~ *17^H*

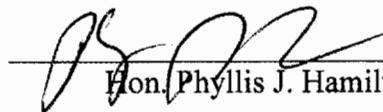
20 15. All briefs, memoranda, and supporting papers in support of final approval of the
21 Settlements shall be filed not later than Aug 18 2006.

22 16. All further class proceedings as to the Settling Defendants are hereby stayed except
23 for any actions required to effectuate the Settlements.

24 17. The Court retains exclusive jurisdiction over this action to consider all further
25 matters arising out of or connected with the Settlements.

26 **IT IS SO ORDERED.**

1 Dated: May 11, 2006
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Hon. Phyllis J. Hamilton